

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:) Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
Debtors.) Jointly Administered

AFFIDAVIT OF DISINTERESTEDNESS

STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

Michael R. Johnson, being duly sworn, upon his oath, deposes and says:

1. I am a Shareholder and Director of Ray Quinney & Nebeker P.C., located at 36 South State Street, Suite 1400, Salt Lake City, Utah 84111 (the “Firm”).
2. The above-captioned debtors and debtors-in-possession (each a “Debtor” and collectively the “Debtors”) have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned cases (the “Chapter 11 Cases”), for persons that are parties-in-interest in the Debtors’ Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases.

5. Neither I nor any other Shareholder, Director or Officer of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor Shareholder, Director or Officer of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

7. The Debtors owe the Firm \$155.00 for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § 101, et seq. Specifically, the Firm's records show that, as of the May 14, 2012 Petition Date, Debtor GMAC Mortgage Corporation, Firm Client Number 42791, owed the Firm \$155.00 for costs advanced in September 2011.

8. As of the Petition Date, the Firm was not a party to an agreement for indemnification with any of the Debtors.

9. The Firm's records indicate that, of the fifty-one Debtors before this Court, the Firm has represented the following Debtors: (a) GMAC Commercial Mortgage Corporation, Client Number 31408, (b) GMAC Mortgage Corporation, Client Numbers 40753 and 42791, and (c) Ally Financial/GMAC ResCap LLC, Client Number 43711.

10. The Firm's representation of Ally Financial/GMAC ResCap LLC first commenced after the May 14, 2012 Petition Date.

11. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

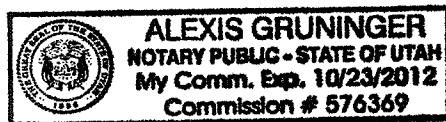
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 26, 2012.


Michael R. Johnson, Shareholder & Director
Ray Quinney & Nebeker P.C.

Sworn to and subscribed before me
this 26th day of July, 2012.


Notary Public



1192921

In re Residential Capital, LLC, et al.
Chapter 11 Case No. 12-12020 (MG)

RETENTION QUESTIONNAIRE¹

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY RESIDENTIAL CAPITAL,
LLC, et al. (the "Debtors")

THIS QUESTIONNAIRE WILL BE FILED WITH THE COURT ON YOUR BEHALF.
PLEASE REMIT IT TO THE FOLLOWING ADDRESS:

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, New York 10104
Attn: Norman S. Rosenbaum and Jordan A. Wishnew

All questions must be answered. Please use "none," "not applicable," or "N/A," as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Ray Quinney & Nebeker P.C.
36 South State Street, Suite 1400
Salt Lake City, UT 84111
Telephone: (801) 532-1500
Facsimile: (801) 532-7543
Attn: Michael R. Johnson, mjohnson@rqn.com

2. Date of original retention: March 20, 2003 (for client GMAC Commercial
Mortgage Corporation); March 3, 2009 (for GMAC Mortgage Corporation);
May 22, 2012 (for Ally Financial/GMAC ResCap LLC)

3. Brief description of legal services to be provided:

Litigation defense, primarily as it relates to defense of lender liability claims and
claims of wrongful foreclosure.

¹ All amounts are either owing in U.S. Dollars or have been converted to U.S. Dollars based upon the applicable exchange rate in effect on the Petition Date.

4. Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable): Rates vary for each engagement; typically around \$250.00 per hour.

(b) Estimated average monthly compensation (based on prepetition retention if firm was employed prepetition): Around \$1500.00-\$2000.00 per month on average.

5. Prepetition claims against any of the Debtors held by the firm:

Amount of claim: \$155.00 against GMAC Mortgage Corporation

Date claim arose: September 2011

Source of claim: Costs advanced by Firm

6. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the firm:

Name: None

Status: _____

Amount of Claim: _____

Date claim arose: _____

Source of Claim: _____

7. Stock of any of the Debtors currently held by the firm:

Kind of shares: None

No. of shares: _____

8. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: None

Status: _____

Kind of shares: _____

No. of shares: _____

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None

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